

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

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In Re: ) Case No. 19-30088  
 ) Chapter 11  
PG&E CORPORATION AND PACIFIC )  
GAS AND ELECTRIC COMPANY, ) San Francisco, California  
 ) Tuesday, May 26, 2020  
Debtor. ) 1:30 PM  
 )  
PRE-CONFIRMATION SCHEDULING  
CONFERENCE

TRANSCRIPT OF PROCEEDINGS  
BEFORE THE HONORABLE DENNIS MONTALI  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES (Via Zoom):

For the Debtor: STEPHEN KAROTKIN, ESQ.  
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For GER Hospitality, LLC: FRANCIS O. SCARPULLA, ESQ.  
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<p>1 For Securities Lead</p> <p>2 Plaintiff Public Employees</p> <p>3 Retirement Association of</p> <p>4 New Mexico:</p>	<p>MICHAEL S. ETKIN, ESQ.</p> <p>ANDREW BEHLMANN, ESQ.</p> <p>Lowenstein Sandler LLP</p> <p>One Lowenstein Drive</p> <p>Roseland, NJ 07068</p> <p>(973) 597-2500</p>
<p>5 For PG&amp;E Shareholders:</p>	<p>JAMES O. JOHNSTON, ESQ.</p> <p>Jones Day</p> <p>555 South Flower Street</p> <p>50th Floor</p> <p>Los Angeles, CA 90071</p> <p>(213) 243-2431</p>
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<p>10 For Fire Victim, Patricia</p> <p>11 Garrison:</p>	<p>THOMAS TOSDAL, ESQ.</p> <p>Tosdal Law Firm</p> <p>777 South Highway 101</p> <p>Suite 215</p> <p>Solana Beach, CA 92075</p> <p>(858) 704-4710</p>
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1 Also Present:

Mary Wallace  
Individual Fire Claimant

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Court Recorder:

LORENA PARADA/ANKEY THOMAS  
United States Bankruptcy  
Court  
450 Golden Gate Ave.  
San Francisco, CA 94102

Transcriber:

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Proceedings recorded by electronic sound recording;  
transcript provided by transcription service.

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1 SAN FRANCISCO, CALIFORNIA, TUESDAY, MAY 26, 2020, 1:30 PM

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3 (Call to order of the Court.)

4 THE COURT: (Audio begins midsentence) -- and Mr.  
5 Karotkin into the panel.

6 THE COURT REPORTER: Yes, Your Honor. One moment.  
7 (Pause.)

8 THE COURT: I see Mr. Karotkin. Can you hear me, Mr.  
9 Karotkin?

10 MR. KAROTKIN: Yes, sir. I can hear you.

11 THE COURT: That's good.

12 MR. KAROTKIN: You disappointed me by wearing a tie.

13 THE COURT: Yeah. And you see, it's about a hundred  
14 degrees here, too.

15 MR. TSEKERIDES: I'm on with just a jacket, Your  
16 Honor, no tie, but I can put a tie on for the hearing, if you'd  
17 like.

18 THE COURT: I don't care what you wear.

19 All right. All right. So I see Mr. Julian. Can you  
20 hear me all right?

21 MR. JULIAN: Yes, Your Honor. Fine, thank you.

22 THE COURT: Okay. All right. Good afternoon,  
23 everyone. Here we go.

24 Let me make a couple of preliminary announcements.  
25 And I thought everything was working smoothly. I don't know

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1 what happened with my audio. But I want -- I've been  
2 practicing with my staff for sharing documents, and I want to  
3 make a quick announcement for all counsel who are planning to  
4 (break in audio) documents (break in audio) promptly. But the  
5 short answer is you have to get your documents in on the  
6 screen, on your device, presumably your laptop or your iPad, in  
7 PDF format and close anything else that's in that program, so  
8 that when it's time to share, you will be invited to share, and  
9 then you pull up and click on the document that you want to  
10 share.

11 If you haven't done it that way and we end up looking  
12 at your desktop or your picture of your dog or something that  
13 you don't want us to see, it's going to add to the problem. So  
14 I invite you all to practice a time or two so that you have the  
15 ability to call up a document when you want to be heard on that  
16 subject.

17 But Mr. (break in audio) on those terms --

18 MR. KAROTKIN: Your Honor? Your Honor?

19 THE COURT: -- and responses (break in audio) to what  
20 I'm saying.

21 Yes, sir?

22 MR. KAROTKIN: You're --

23 THE COURT: Mr. Karotkin?

24 MR. KAROTKIN: Yes. Your video is frozen most of the  
25 time and your voice is not really as clear as it could be.

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1 THE COURT: Well, can you see me now?

2 MR. KAROTKIN: We can see you, but you don't move.  
3 Now you're moving.

4 THE COURT: Well, I'm in the same room where I was  
5 before with a strong signal. I don't know what's happening.  
6 Well, I'll do my best. If it freezes, I -- what?

7 MR. KAROTKIN: You were frozen again. Now you're not.

8 THE COURT: Okay. I don't know what to say.

9 Mr. Tsekerides, let me hear from you on the pretrial  
10 preparation. I'll have to figure out a way to fix whatever the  
11 problem is here.

12 MR. TSEKERIDES: Sure. Ted Tsekerides from Weil,  
13 Gotshal for the debtors.

14 So we got the Court's order. I think it's -- as we  
15 discussed the last call, we'll go right to witnesses starting  
16 tomorrow and then through Monday. And then our view was, based  
17 on the way the schedule was laid out, that after Monday, we go  
18 to what we could either call closing arguments or we could call  
19 it just arguments on issues. I wanted to talk to you about  
20 that today. I'd like to see if the Court -- how do you want to  
21 proceed with the -- the legal portion of this next week, should  
22 we start on Tuesday; in the form of a closing argument would we  
23 address all issues or if you wanted to proceed, sort of the way  
24 you've done here, by issue. Our view was we can just do a  
25 closing and touch all the issues, but obviously, we're here at

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1 your pleasure on that.

2 THE COURT: Okay. Well, let's go back to tomorrow and  
3 start by asking counsel who are attendees to raise hands for  
4 those persons who want to cross-examine Ms. Pullo, just Ms.  
5 Pullo. Raise your hand if you want to cross-examine Ms. Pullo,  
6 and we'll just take a minute to see if we get much response  
7 there.

8 I see Mr. Scarpulla, Mr. Abrams, and Ms. Wallace.  
9 Those are the only three people that are (break in audio) --

10 MR. KAROTKIN: Your Honor, we can't -- Your Honor?

11 THE COURT: Yes?

12 MR. KAROTKIN: We lost you again.

13 THE COURT: You're not hearing me?

14 MR. KAROTKIN: We heard Mr. Scarpulla, and then you  
15 start echoing.

16 THE COURT: (Break in audio) -- audio. Hold on.

17 MR. KAROTKIN: No good.

18 THE COURT: Okay. How about now? Can you hear me  
19 now?

20 MR. KAROTKIN: Much better.

21 MR. JULIAN: Very clearly.

22 MR. KAROTKIN: Much better.

23 THE COURT: Okay. All right. Sorry about that. You  
24 know, I'm using a mic that was working perfectly the other day,  
25 so so much for not working now.

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1 All right. Once again, the only hands I see raised  
2 for cross-examine of Ms. Pullo is Mr. Scarpulla, Mr. Abrams,  
3 Ms. Wallace.

4 I'll start with you, Mr. Scarpulla. How much time do  
5 you estimate you need to examine Ms. Pullo?

6 Oh, I'm sorry. Ms. Parada, we need to bring Mr.  
7 Scarpulla, Mr. Abrams, and Ms. Wallace into the panel, but  
8 we'll wait while you do that.

9 Tip your screen, Mr. Scarpulla. We see the top of  
10 your head again.

11 All right. And Mr. Abrams and Mr. Scarpulla and Ms.  
12 Wallace, you should unmute yourselves. And again, for each of  
13 you, I'll call on you in that order, just restate your name for  
14 the record.

15 Mr. Scarpulla, did you hear my question?

16 MR. SCARPULLA: I did.

17 THE COURT: And what was your -- what's your answer?

18 MR. SCARPULLA: My answer is that I would need maybe  
19 five to ten minutes.

20 THE COURT: Okay. Mr. Abrams?

21 MR. ABRAMS: Your Honor, it would depend if my  
22 witness, Mr. Waisman from Prime Clerk will be allowed to be  
23 called. There's been objection to that. I would need less  
24 time with Ms. Pullo if that witness would be allowed.

25 THE COURT: I have not heard of any request for you to



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1 call a witness, so we'll stick with how much time do you need  
2 to question Ms. Pullo.

3 MR. ABRAMS: Twenty-five minutes.

4 MR. TSEKERIDES: Your Honor?

5 THE COURT: Yes, who spoke? Mr. Tsekerides, was that  
6 you?

7 MR. TSEKERIDES: That was me.

8 THE COURT: Someone called my name. All right. Once  
9 again, I'm having some screen issues.

10 MR. ABRAMS: I think Mr. Scarpulla just went on screen  
11 share.

12 THE COURT: Okay. For some reason it says that I'm  
13 viewing Mr. Scarpulla's screen.

14 MR. SCARPULLA: There we go.

15 THE COURT: There we go.

16 Ms. Wallace, are you there?

17 MS. WALLACE: Yes, I'm here.

18 THE COURT: All right, Ms. Wallace. I'm sorry. We  
19 don't see you on the video, but how much time do you want to  
20 (break in audio) Pullo?

21 MS. WALLACE: I would say ten minutes.

22 THE COURT: Okay. Mr. Tsekerides, I'm not aware of  
23 any (break in audio) by Mr. Abrams to cross-examine any -- to  
24 bring any new witness on. Are you aware of what he's referring  
25 to?

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1 MR. TSEKERIDES: Well, he did put on a list and we did  
2 talk about it last week, where he had identified several  
3 company witnesses and some Prime Clerk witnesses, and we had  
4 objected to that and we had some discussion about transcript  
5 use for the company witnesses, but nothing beyond that.

6 MR. ABRAMS: And Mr. Waisman has a -- sorry, Your  
7 Honor.

8 THE COURT: Go ahead.

9 MR. ABRAMS: Sorry. Mr. Waisman has a declaration  
10 that has been filed. And as the CEO of Prime Clerk, I think  
11 he's very important to have called as a witness regarding the  
12 votes. I also have firsthand correspondence with Mr. Waisman  
13 regarding the votes, so that's why I called him, asked for him  
14 as a witness.

15 MR. TSEKERIDES: Your Honor, Ted Tsekerides --

16 THE COURT: Well, but he --

17 MR. TSEKERIDES: Sorry. Go ahead.

18 THE COURT: But Mr. Abrams, he's filed a declaration.  
19 What are you going to ask him that isn't in his declaration?

20 MR. ABRAMS: There are specific issues regarding the  
21 voting process and specific to my objections around feasibility  
22 that I would like to probe around, and Mr. Waisman seems like  
23 he is the point person for those types of correspondences and  
24 those issues.

25 THE COURT: Okay. Mr. Tsekerides, do you have a

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1 response there?

2 MR. TSEKERIDES: Yes, I do.

3 Mr. Waisman did not file a declaration in connection  
4 with confirmation. And so to the extent he's referring to some  
5 other declaration, if it was on his exhibit list we would have  
6 objected to it because it has no relevance to the issues at  
7 hand on confirmation.

8 MR. ABRAMS: Your Honor, the declaration talks  
9 directly --

10 THE COURT: All right. To what? Who said that,  
11 Mr. -- who was (indiscernible) --

12 MR. ABRAMS: Sorry. It was me, Your Honor. I didn't  
13 want to interrupt.

14 I just wanted -- Mr. Waisman's declaration talks  
15 directly to how Prime Clerk manages the vote and his  
16 responsibilities regarding the voting process and claims  
17 management, so I think it's very, very directly relevant to the  
18 plan confirmation hearing.

19 THE COURT: Okay. Let me do one thing. Hold on one  
20 second, counsel. Just let me look at my chart for a minute,  
21 here.

22 MR. KAROTKIN: Your Honor, we have no idea what  
23 declaration Mr. Abrams is even talking about.

24 MR. ABRAMS: I included it, if you want to reference  
25 it, in my exhibit list, so you'll see it listed right there.

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1 THE COURT: What's the docket number on the docket?

2 MR. ABRAMS: Let me pull that up right now.

3 THE COURT: Well, I'll tell you what. Mr. Abrams, you  
4 can look it up and let me know, let my clerk know. Based upon  
5 Mr. Scarpulla's request and Ms. Wallace, even if I give Mr.  
6 Abrams plenty of time, I'm satisfied that my estimate of time  
7 for tomorrow will work. So what I will do is I will review,  
8 after this hearing, whatever has been filed regarding Mr.  
9 Waisman.

10 Mr. Tsekerides, you should make sure that Mr. Waisman  
11 is not on a two-week cruise and can be called on short notice.  
12 I don't know that I'll permit him or insist, but I just need to  
13 make a decision, and I'm not going to take people's time today.

14 So my intention, therefore, will be tomorrow, after --  
15 assuming we get everything taken care of here, I will let Mr.  
16 Scarpulla, Ms. Wallace, and Mr. Abrams examine Ms. Pullo, and  
17 I'll make a decision and try to get the message out through the  
18 docket text or otherwise whether I'm going to permit Mr.  
19 Waisman to be examined. And it may be easier just to let him  
20 be examined, so I'll do it that way.

21 MR. TSEKERIDES: So Your Honor, if I just may for the  
22 record, Ted Tsekerides.

23 So we would object to that. Obviously you'll rule as  
24 you will. It's document 2643 from Mr. Abrams' list, and we  
25 have relevancy and hearsay objections on that. So just --

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1 THE COURT: Well, I understand. I understand. You're  
2 making a relevance objection and that's well-taken. I'll  
3 just -- again, if I were in the courtroom I'd look it up and  
4 answer it. This is not working smoothly, so I'm going to do it  
5 this way.

6 Okay. All right. Mr. Tsekerides, and by my  
7 calculation, there isn't much more to do today. And let me go  
8 back to what you talked about next week. Here's my thinking on  
9 the subject. Well, I should revise what I just said. I'm  
10 going to give you some other questions.

11 Let me switch topics and now ask for hands to be  
12 shown -- raised for those who want to examine Mr. Wells on the  
13 following day. And I'll take a minute for parties to raise  
14 their hand, and based upon that, maybe I'll then bring them  
15 into the panel.

16 MS. WALLACE: How do I raise my hand?

17 THE COURT: You click on the little feature called  
18 raise your hand.

19 MS. WALLACE: I don't see a hand.

20 THE COURT: It's on the bottom of your screen.

21 UNIDENTIFIED SPEAKER: Who was it that spoke?

22 MS. WALLACE: (Break in audio) participants, mute,  
23 start video (break in audio). Oh, brother.

24 THE COURT: Okay. All right. Let's take -- let's  
25 slow it down for a minute. I see hands raised by Mr. Johnston,

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1 Mr. Etkin, Mr. Tosdal, Ms. Porter, Mr. Behlmann, and I believe  
2 Mr. Pascuzzi. That's six people. Are there any other parties  
3 that want to raise their hand on that subject?

4 MR. ABRAMS: Your Honor, I was unable to find the hand  
5 when I'm as a -- not a participant, but I was raising my hand  
6 for time with Mr. Wells, please.

7 THE COURT: Yes. That's Mr. Abrams again?

8 MR. ABRAMS: Yes, Your Honor.

9 THE COURT: Okay.

10 MR. TSEKERIDES: Your Honor --

11 THE COURT: And the woman who spoke, who couldn't find  
12 the hand raise, I didn't get your name.

13 MS. WALLACE: I still can't find the hand raise.

14 THE COURT: Well, just tell me your name.

15 MS. WALLACE: Mary Wallace.

16 THE COURT: Oh, Ms. Wallace again, okay. Well, Ms.  
17 Wallace, I think it's because we have you in the panelist room,  
18 that's why you couldn't.

19 So once again, I've got Mr. Abrams, Ms. Wallace, Mr.  
20 Johnston, Mr. Etkin, Mr. Tosdal, Ms. Porter (phonetic), Mr.  
21 Behlmann, Mr. Pascuzzi. I will -- okay. Let's go down the  
22 list.

23 Ms. (Indiscernible) oh, no. I'm sorry. Ms. Wallace,  
24 how much time do you think you want to examine Mr. Wells?

25 MS. WALLACE: Ten minutes.

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1 THE COURT: Mr. Pascuzzi, what do you think?

2 Oh, I'm sorry. We have to move Mr. Pascuzzi. Ms.

3 Parada, let's put Ms. Wallace back into the -- put Ms. Wallace

4 into the panel, I mean, into the attendance, and move Mr.

5 Pascuzzi, Mr. Behlmann, and Ms. Porter into the panel.

6 MR. JULIAN: Your Honor, while we're doing that, may I  
7 be heard?

8 THE COURT: Well, one second. We've got -- no  
9 multitasking here. We're having -- I thought everything would  
10 be smooth. Or maybe it's the (break in audio) why we're having  
11 so much trouble today. I've got more aides than I have here.  
12 So we'll -- okay. Did we get Mr. -- oh, I see Mr. Etkin coming  
13 in. I didn't see Mr. Behlmann.

14 Okay. Mr. Julian, go ahead.

15 MR. JULIAN: Yes. With respect to all these counsel  
16 who may be asking questions of Mr. Wells, the TCC would like to  
17 reserve some time. I don't anticipate this happening, but if  
18 any of these counsel raise issues that impact the TCC, we would  
19 want to ask clarifying questions, but if not, we do not intend  
20 to ask any questions of Mr. Wells or any of these other  
21 witnesses, except Mr. Ziman.

22 THE COURT: Well, Mr. Julian, I assumed that the  
23 direct examination of the witnesses is what it is. I mean,  
24 they're written. Any counsel asking a question on cross  
25 invites the possibility of redirect, and I (break in audio) and

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1 Mr. Tsekerides are aligned on that subject, so okay.

2 Let's go to Mr. Pascuzzi, start with you. How much  
3 time do you wish to cross?

4 MR. PASCUZZI: Your Honor, I was going to say  
5 something similar to Mr. Julian, which is I don't necessarily  
6 have time for any of these witnesses, but it's very possible  
7 that some testimony might be elicited that I would have a  
8 clarifying question or two. So I just wanted, for parties like  
9 me, that I didn't want to be precluded from asking a question  
10 here, or two. Not any material amount of time, really, so.

11 THE COURT: Okay. But you're not planning any cross  
12 to begin with?

13 MR. PASCUZZI: Correct.

14 THE COURT: All right. Mr. Behlmann or Mr. Etkin.  
15 One of you.

16 MR. ETKIN: No, I'll defer to Mr. Behlmann, Your  
17 Honor. That's one of the difficulties of doing this via Zoom.  
18 Mr. Behlmann's going to be handling that for us.

19 THE COURT: There are a lot of difficulties. There  
20 are a lot of difficulties.

21 Mr. Behlmann, how much time do you want?

22 MR. BEHLMANN: We should need somewhere between  
23 fifteen and twenty minutes for Mr. Wells, Your Honor. So I  
24 will err on the high side and go with twenty minutes.

25 THE COURT: Ms. Porter, you need to unmute your mic.



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1 MS. PORTER: Yes, Your Honor, thank you. I would say  
2 probably fifteen or twenty minutes at the most, as well.

3 THE COURT: Okay. Ms. Parada, let's move Ms. Porter  
4 and Mr. Behlmann and Mr. Pascuzzi back to the attendance and  
5 move in -- oh, I guess we already have Mr. Tosdal in -- and  
6 let's see, and Mr. Johnston. Okay. Let's move those three  
7 out, and Mr. Abrams, I believe, is still in there. Okay.

8 Mr. Johnston, what is your --

9 MR. JOHNSTON: Good afternoon, Your Honor. Jim  
10 Johnston of Jones Day, on behalf of the shareholder proponents.

11 We are cosponsors of all of the witnesses who will be  
12 testifying. I intended to do this with respect to Ms. Pullo.  
13 We just reserve the right to conduct any redirect that may be  
14 necessary. We do not have cross for any of the witnesses that  
15 will be called in the case-in-chief.

16 THE COURT: Okay. Let's simplify this because it's  
17 awkward for everybody. I don't need anybody to reserve  
18 positions. All I'm trying to do is identify cross-examiners.  
19 So I'm taking Mr. Johnston off the -- he's in the same X list  
20 as Mr. Pascuzzi.

21 Mr. Elkin, I already addressed -- Etkin, rather, but  
22 you're not going to double up for Mr. Behlmann. You're  
23 doing -- he's going to do your job, isn't he?

24 MR. ETKIN: Yeah. Probably better than I would, Your  
25 Honor.

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1 THE COURT: All right. Mr. Tosdal?

2 MR. TOSDAL: Good afternoon, Your Honor.

3 Twenty-five minutes, max; probably less.

4 THE COURT: Okay. And Mr. Abrams?

5 MR. ABRAMS: Forty-five minutes, Your Honor.

6 THE COURT: Okay. All right. Let me take a pause  
7 here, for a minute.

8 Okay. By my count, and I'm -- this is not rigid, but  
9 I had anticipated a greater time, so I'm going to stick with  
10 that. And my intention, therefore, will be for Mr. Wells to  
11 have him --

12 I take it, Mr. Tsekerides all this (break in audio)  
13 arranged, Mr. Wells will be available on Thursday, right?

14 MR. TSEKERIDES: That is correct, Your Honor.

15 THE COURT: Okay.

16 MR. TSEKERIDES: Ted Tsekerides for the debtors,  
17 right.

18 THE COURT: Based upon the time estimates that these  
19 folks gave me, we might be able to complete the cross in the  
20 first (break in audio), but if we need to break to the  
21 afternoon, we will do that. And the same is true with any  
22 redirect.

23 Okay. We'll now go to Mr. --

24 MR. KAROTKIN: Your Honor, may I interrupt?

25 THE COURT: Yes, sir, Mr. --

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1 MR. KAROTKIN: (Indiscernible). Going back to Ms.  
2 Pullo and Mr. Waisman, the declaration that Mr. Abrams is  
3 referring to is a year ago, on June 19th. It was filed June  
4 19th, 2019 in connection with the motion to establish a bar  
5 date. It has nothing to do with the confirmation hearing.

6 THE COURT: Okay. I'll take -- I'll look at it. I'll  
7 make a decision (break in audio). I don't -- I can't do it  
8 now. I didn't anticipate this request, but it's something I  
9 can attend to this afternoon without any difficulty.

10 Okay. Let's stick with the attorneys.

11 Ms. Parada, let's excuse Mr. Pascuzzi and Mr. Johnston  
12 because they both have made it clear they wish to reserve their  
13 rights for redirect and all rights for redirect are reserved.

14 Now, for the lawyers and attorneys, Mr. Abrams, on the  
15 panel you don't have a raise hand feature, so I'm just going to  
16 ask you.

17 I'll start with you, Mr. Behlmann, if you would  
18 unmute. This is for Mr. Ziman. Do you wish to examine Mr.  
19 Ziman?

20 MR. TSEKERIDES: We skipped over Mr. Boken.

21 THE COURT: Mr. Behlmann, you need to unmute your mic.

22 MR. TSEKERIDES: Your Honor, Ted Tsekerides.

23 It's fine to skip to Mr. Ziman, but we skipped over  
24 Mr. Boken.

25 THE COURT: Oh, I thought I had put Mr. Boken -- I

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1 thought I had him third. I mean, okay. Well, let's stick with  
2 Ziman.

3 MR. TSEKERIDES: Okay.

4 THE COURT: We'll come back to Boken. You're right.  
5 I reversed them.

6 So Mr. Behlmann, do you wish to examine Mr. Ziman on  
7 Monday?

8 MR. BEHLMANN: I do not, no.

9 THE COURT: Mr. Tosdal, how about you?

10 MR. TOSDAL: No, sir.

11 THE COURT: How about Mr. Etkin? Oh, no, I'm sorry.  
12 You're with Mr. Behlmann.

13 Mr. Julian?

14 MR. JULIAN: Yes, Your Honor. Twenty minutes on Mr.  
15 Ziman.

16 THE COURT: That's on cross.

17 MR. JULIAN: Correct.

18 THE COURT: Okay.

19 MR. JULIAN: That's the only cross we're doing, Your  
20 Honor.

21 THE COURT: Mr. Abrams, unmute. Did you want to ask  
22 questions of Mr. Ziman?

23 MR. ABRAMS: Twenty minutes, please, Your Honor.

24 THE COURT: All right. I'm going to ask Parada -- one  
25 second. Let me look at what signals I'm getting here. Okay.

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1 All right.

2 Ms. Wallace, I see you did raise your hand, and I  
3 thought we were okay with you. I had you down for examination  
4 of Mr. Wells for ten minutes. Do you wish to examine Mr.  
5 Ziman?

6 Ms. Wallace, can you hear me?

7 MS. WALLACE: Yes. Can you hear me?

8 THE COURT: Yes. Do you wish to examine Mr. Ziman?

9 MS. WALLACE: Yes.

10 THE COURT: Time estimate, please?

11 MS. WALLACE: Ten minutes.

12 THE COURT: All right. Is there anyone else who has  
13 raised a hand that -- in the attendance category who wishes to  
14 cross-examine Mr. Ziman? I'll take a minute while you raise  
15 your hand.

16 I don't see any takers.

17 Ms. Parada, do you see any that I'm missing?

18 THE COURT REPORTER: No, Your Honor. I do not see  
19 anyone.

20 THE COURT: Okay. Let's now go to Mr. Boken. I took  
21 him in the wrong sequence. Let's start with the same people  
22 who I just talked about.

23 Ms. Wallace, do you wish to examine Mr. Boken? Ms.  
24 Wallace, can you hear me? You need to unmute.

25 MS. WALLACE: Yes. Ten minutes.

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1 THE COURT: Mr. Julian, you said no on that, right?

2 What about Mr. Abrams, on Mr. Boken?

3 MS. WALLACE: Twenty-five minutes, Your Honor, please.

4 THE COURT: All right. Is there anyone else in the  
5 panel -- in the panel, who wants to cross-examine Mr. Boken?  
6 I'll start with you, Mr. Tosdal.

7 MR. TOSDAL: No, sir.

8 THE COURT: Mr. Behlmann?

9 MR. BEHLMANN: Not I, but my colleague, Mr. Etkin,  
10 does, I believe.

11 THE COURT: Mr. Etkin?

12 MR. ETKIN: Yeah. I think we'll need ten to fifteen  
13 minutes with Mr. Boken, Your Honor.

14 THE COURT: Okay. Now we'll go back to the attendees.  
15 Any attendees who want to cross-examine Mr. Boken, please raise  
16 your hand.

17 Ms. Parada, I don't see any hands. Do you see hands?

18 THE CLERK: Mr. Troy is joining, Your Honor.

19 THE COURT: Okay. I think what happened -- all right.  
20 So yeah, I think you missed -- okay.

21 Mr. Troy? There you go. Hello, Mr. Troy. Nice to  
22 see you.

23 MR. TROY: Hello.

24 THE COURT: Do you wish -- so how much time would you  
25 like for Mr. Boken?

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1 MR. TROY: Thank you, Judge. Matthew Troy, Civil  
2 Division Department of Justice on behalf of various federal  
3 agencies.

4 Ten minutes, Your Honor.

5 THE COURT: All right. Anyone else, using hands, in  
6 the panel? I mean in the -- excuse me, in the audience,  
7 attendees?

8 All right. I'm not -- this is -- I mean, review what  
9 I have kept track of, and these estimates are nothing like I  
10 thought they might be, so let's review it.

11 I'm assuming that tomorrow at around 10 o'clock or  
12 shortly thereafter, Mr. Scarpulla, Mr. Abrams, and Ms. Wallace  
13 will cross-examine Ms. Pullo in the estimated times that I've  
14 said, and I will make a decision later today on whether I will  
15 permit Mr. Waisman to be examined. For Mr. Tsekerides, he is  
16 entitled to redirect Ms. Pullo as appropriate. We'll deal with  
17 that later.

18 For the next day, Thursday, Mr. Wells will be the  
19 first witness. And by my box score, the cross-examinations are  
20 by -- examiners and time estimates are Mr. Tosdal, twenty-five;  
21 Ms. Porter, fifteen to twenty; Mr. Behlmann, fifteen to twenty;  
22 Mr. Abrams, forty-five; Ms. Wallace, ten minutes.

23 For Mr. Boken, I'll get them back in order, Ms.  
24 Wallace for ten, Mr. Abrams for twenty, Mr. Etkin for ten to  
25 fifteen, Mr. Troy for ten.

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1           On the next day, Mr. Ziman. Mr. Julian for twenty,  
2 Mr. Abrams for twenty, Ms. Wallace for ten.

3           Again, this is not in concrete. Everybody is (break  
4 in audio) upon here, and I appreciate your efforts. And for  
5 someone who had perfect connections last time, I don't know  
6 what happened today. I'm going to blame it on the weather  
7 because I can't blame anyone else.

8           So let me give you a heads up. Later today, it is my  
9 expectation to put a docket text -- very brief docket text, on  
10 whether I'm going to have Mr. Waisman be examined.

11           And Mr. Abrams, since I know you -- we accommodate  
12 you, definitely, I will -- when I do a docket text, I will have  
13 my courtroom deputy send you an email to let you know what my  
14 decision is going to be on that. I'm not likely to do it,  
15 because it may be that what Mr. Karotkin said is dispositive,  
16 but I'll take a look at the docket.

17           The other thing I will say for everyone is that my  
18 expectation is later today, this evening, we'll place on the  
19 docket a decision on the matters that were argued on the 15th,  
20 on the objections to the plan documents and so on. I'm not  
21 going to get into it now. I'm still dealing with it. Things  
22 have been hectic, to say the least, and I'm sure for all of  
23 you, too.

24           So Mr. Tsekerides, as the principle trial counsel for  
25 this affair, is there anything else we need to take up today?



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1 MR. TSEKERIDES: The only other thing, Your Honor --  
2 Ted Tsekerides for the record, for the debtors.

3 If you wanted to talk today about how you want to  
4 handle what I'll call the legal argument for next week.

5 THE COURT: Good point. You did raise that.

6 Well, let me think out loud and let everybody reflect  
7 on it, and perhaps I'll take some time tomorrow or the next day  
8 to get best thinking of it.

9 Obviously there are lots of objections. There are  
10 lots of responses. I don't know about the rest of you, but I  
11 couldn't absorb everything over this weekend, but I'm trying.  
12 And you've heard my comments the other day about wanting to be  
13 efficient, but I'm not going to cut off people from making  
14 arguments.

15 So what I bet that I will do, we'll hear closing  
16 arguments from the debtor; again, whether it's Mr. Julian or  
17 Mr. -- I'm sorry, I'm sorry -- Mr. Tsekerides or Mr. Karotkin  
18 or someone else, and we haven't heard from the shareholder  
19 proponents, but if -- I want the shareholder proponents and the  
20 debtors, as the sponsors of the plan, to meet and confer among  
21 themselves and decide what they would like to do by way of  
22 argument, and I will then figure out a way to be economical  
23 about people that want to argue, but not to have to have the  
24 same argument over and over again.

25 What seems to have worked in other matters is that

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1 principle counsel for one side or the other simply agree to  
2 share the time. And I think that's important, but I don't want  
3 to cut anybody off. We have time, and it would be my  
4 expectation no later than Monday to give you a time like this  
5 to tell you, well, okay. I'll do all arguments on these  
6 segments of time, and perhaps have some suggested time limits.  
7 And so if I say I want to devote two hours or three hours, or  
8 whatever it is, for one -- like I say, it's hard to know what  
9 side is the side (break in audio) sometimes, but I'll do my  
10 best to accommodate you, but I don't feel comfortable giving  
11 you that decision today, but I'll certainly do it by the end of  
12 the week.

13 And so also, I know Mr. Karotkin, your side filed  
14 proposed findings and conclusions today. Obviously, I haven't  
15 had a chance even to look at them, but to the extent that I  
16 suspect that that's the framework for your argument -- and I  
17 may very well suggest some way that would be helpful for me to  
18 bundle up the issues into packages so that lawyer A might want  
19 to argue on one subject, but not on the other. I just don't  
20 have any answer, so I'll do the best I can, so.

21 I see a note from one panelist that there continues to  
22 be problems with my audio, and I'll do my best.

23 Ms. Wallace, you asked that question. And because I  
24 didn't have any trouble with the audio before, I was not ready  
25 for the problem today, but typically there's been written

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1 transcripts of these hearings within a few hours, so I suspect  
2 that that's what's going to happen again.

3 Okay. Anyone, let's start in the persons on the panel  
4 here, want to be heard?

5 Mr. Karotkin.

6 MR. KAROTKIN: Yes, Your Honor, thank you. Stephen  
7 Karotkin, Weil Gotshal, for the debtors.

8 I would just like to report, and I know Mr. Julian  
9 will correct me if I'm wrong, the debtors, the TCC, and the  
10 shareholder plan proponents have resolved a number of the  
11 objections raised by the TCC with respect to confirmation of  
12 the plan, and I believe the remaining objections have been  
13 substantially narrowed with what I hope is a path to  
14 resolution.

15 Once the objections that have been resolved have been  
16 formally documented, it's my understanding that the TCC,  
17 through Mr. Julian, would be filing a notice of withdrawal with  
18 respect to those objections.

19 THE COURT: Well, that's good news. So Mr. Karotkin,  
20 what would help me is not to worry about the final docs, but  
21 rather to get an update on your grid of -- that charts the  
22 objections. And so it could be crossed out or eliminated or a  
23 big red kiss mark if you like; something that will tell me not  
24 to worry about a particular argument. But to the extent that  
25 you can knock off any of them that way, that makes it easier

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1 for me and it will make it easier for the presentation of the  
2 argument.

3 MR. KAROTKIN: I think what --

4 THE COURT: Does that work?

5 MR. KAROTKIN: Yes. We will work with Mr. Julian to  
6 get that to you as soon as we can.

7 THE COURT: Okay. Let me raise another question here;  
8 I'm getting some notes here. Okay.

9 Let's start with Mr. Julian.

10 MR. JULIAN: Actually, Your Honor --

11 THE COURT: He actually physically is actually raising  
12 his hand.

13 MR. JULIAN: Yeah. Robert Julian for the TCC. Thank  
14 you, Your Honor.

15 We would like to know whether you would like us to  
16 proceed by a written document or orally in court to get relief  
17 from Mr. Will Abrams' notice to appear to Steven Campora and a  
18 lawyer in my firm, David Richardson.

19 Your Honor, the background to this is you ruled that  
20 unless the party has filed a declaration, there will be no  
21 cross. So after you made that ruling, Mr. Abrams served a  
22 notice to appear as a direct witness on Mr. Campora, who is the  
23 lawyer for the TCC chair, Karen Lockhart. He has not filed a  
24 declaration. Mr. Richardson of my firm has, but Mr.  
25 Richardson's declaration only authenticates pleadings and other

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1 judicially noticed matters.

2 So we would like to be relieved of the purported  
3 obligation to bring Mr. Campora and Mr. Richardson live to be  
4 cross -- or to be direct-examined because they haven't filed  
5 any substantive declarations. Would you like us to just make  
6 that a motion verbally at some point in the case, or would you  
7 like us to make a written motion?

8 THE COURT: Mr. Abrams, you can unmute yourself and  
9 tell me what you have in mind with these parties.

10 MR. ABRAMS: Sure. So in regards to Mr. Campora, in  
11 his declarations that are filed with the Court, he talks very  
12 specifically about the Tubbs trial and the impacts of that on  
13 the final proposed plan, and I think that that is important to  
14 ask questions on and because he has a firsthand account in his  
15 declaration, I felt that was appropriate, and also, given Your  
16 Honor's direction that only witnesses that have declarations.

17 Similarly, with Mr. Richardson, he has firsthand  
18 knowledge regarding the RSA and the implications associated  
19 with that, related to the feasibility of the plan. And so it's  
20 really just the substance of what those folks put in their  
21 declarations and the issues around it that are -- which is why  
22 I'm asking for them as witnesses, to be able to probe on that.

23 THE COURT: You don't have any counterevidence. You  
24 don't have any declarations from anyone else that counters what  
25 they say, right?

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1 MR. ABRAMS: I don't have any declarations that  
2 counter, but I do have information that I would like to probe  
3 around that tends to point to -- and also, Mr. Campora has two  
4 declarations, actually, and there's different information in  
5 those two declarations.

6 And again, I'm just looking for the information. I  
7 reached out and returned the call from Mr. Julian and was  
8 willing to talk about how to get this information in front of  
9 Your Honor in a different way. He indicated that he was going  
10 to sanction me if I didn't withdraw the witnesses, but I'm just  
11 looking to have this discussion in good faith and try to get  
12 the information in front of the Court in any way that is  
13 helpful.

14 MR. JULIAN: I think he's --

15 THE COURT: What are the docket numbers? What are the  
16 docket numbers, Mr. Abrams, of the two declarations you would  
17 ask about?

18 MR. ABRAMS: So for Mr. Richardson, let me pull that  
19 up.

20 So for Mr. Campora, there's docket 1113 and there was  
21 another declaration that was filed that I attached with my  
22 witness list.

23 THE COURT: Is that filed somewhere?

24 MR. ABRAMS: And then with Mr. Richardson, it's  
25 docket -- it's 7322.

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1 THE COURT: All right. Where would I find the  
2 declaration that you attached to your witness list? You  
3 forward that to the box, the inbox for evidence?

4 MR. ABRAMS: Yes. It's on my -- it was an attachment  
5 to my witness and exhibit docket.

6 THE COURT: Okay. Mr. Julian, I will get back to you  
7 on that tomorrow, perhaps, if I can. At the moment, I can't  
8 make a decision. I don't even know about it, so.

9 MR. ABRAMS: And Your Honor, I just -- I do want to  
10 say that I am trying to follow absolutely every procedure there  
11 is in every way I know how to do it. I'm trying to collaborate  
12 with folks who have a disagreement in the best way I know how.

13 THE COURT: I understand.

14 Ms. Wallace trying to --

15 MR. TSEKERIDES: Your Honor, can I be heard?

16 THE COURT: I need to hear from Ms. -- well, go ahead.  
17 Is this on this subject?

18 MR. TSEKERIDES: It's on this subject, yes.

19 THE COURT: Okay. Go ahead.

20 MR. TSEKERIDES: So putting aside whatever issue Mr.  
21 Julian has with them, Mr. Abrams did put them on his exhibit  
22 list and we objected to the two Campora declarations on  
23 relevancy and hearsay grounds, so he can't just put the  
24 declaration in on some -- they're both -- one's from April of  
25 2019 and the other one's from October of 2019.

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1           And then the Richardson one, we had some documents  
2 that we were fine with and some that we objected to, but the  
3 Campora ones in particular, both of those the debtors object to  
4 on relevancy and hearsay grounds. As you're going through,  
5 just if you could keep that in mind.

6           THE COURT: Okay. Thank you.

7           Ms. Wallace, you've been trying to get -- wait, I need  
8 to -- Ms. Wallace has been trying to get in here, and we can't  
9 get a video on her.

10          But can you hear me, Ms. Wallace?

11          MS. WALLACE: Yes, I can.

12          THE COURT: You've complained about something. What  
13 can we do for you?

14          MS. WALLACE: Okay. Well, I have an objection to Mr.  
15 Julian from the TCC denying Will's opportunity to cross-examine  
16 a real live person, and I believe that's a due process of law  
17 violation because everyone has a right to cross a person, not a  
18 piece of paper.

19          THE COURT: Well, are you Mr. Abrams' attorney?

20          MS. WALLACE: No.

21          THE COURT: Okay. Well, I appreciate your opinion,  
22 but it's only your opinion.

23          MS. WALLACE: I'm here as a proc Creditor claimant in  
24 this case, and I have a right to (break in audio) and object.

25          THE COURT: Ms. Wallace, you have a right to object



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1 and if you wanted to examine witnesses, you already have said  
2 you want to and you are going to be allowed to do it. You  
3 haven't designated any witnesses you want and Mr. Abrams has,  
4 and I will decide whether or not those witnesses are going to  
5 be allowed to testify. So it may be that -- your argument is  
6 well-taken. It may be that -- I'll make my decision. I can't  
7 decide now, sitting here in my breakfast room, about a document  
8 that I haven't seen. So I appreciate your comment, I'm just  
9 not acting on it today.

10 MS. WALLACE: So it's not a violation of due process  
11 of law if you can't cross-examine a witness?

12 THE COURT: Does anyone else want to speak -- I'm not  
13 going to respond to Ms. Wallace. She knows the law and so do  
14 I.

15 MR. JULIAN: I would.

16 THE COURT: Mr. Julian.

17 MR. JULIAN: Yes. I just would like to remind the  
18 Court and the parties of what you ruled last week, which was  
19 you have no problem with someone finding a declaration of a  
20 witness and bringing it in to the Court and filing it, such as  
21 Mr. Abrams finding an old declaration of Mr. Campora. But you  
22 went one step further and said that Mr. Abrams would not be  
23 able to conduct live direct testimony on top of his direct  
24 testimony. In other words, it's not true cross. That's what  
25 this is trying to (break in audio). They're trying to find

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1 declarations (break in audio) bring them in and then bring in  
2 people live (break in audio) direct testimony.

3 THE COURT: Okay. Does anyone else in the -- on the  
4 panelists here want to be heard on any subject today?

5 All right. I'm going to conclude the hearing. And I  
6 hope I can make the audio and the video a little better  
7 tomorrow, but I will do my homework. Watch the docket later  
8 today. I'll do my best to get out a decision on the witness  
9 questions. I'm not going to -- I'm not going to put anything  
10 on the docket regarding the time estimates for actual witnesses  
11 that we have talked about, so I will do my best to give a  
12 response to the question of Waisman, and if I can get to the  
13 question of the other witnesses that Mr. Abrams has raised I'll  
14 do so. It may well be that I'll just reflect on it. I've got  
15 my hands full between now and tomorrow and this isn't something  
16 that has to be decided this evening. And I will, as I told  
17 you, attempt to have on the docket my written decision on the  
18 matters that were argued on the 15th.

19 So with that, I will thank you all and wish you a good  
20 evening.

21 MR. TSEKERIDES: Thank you, Your Honor.

22 THE COURT: Thank you.

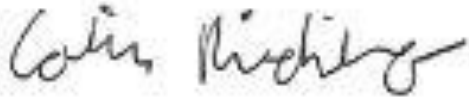
23 MR. JULIAN: Thank you, Your Honor.

24 MR. KAROTKIN: Thank you, Your Honor.

25 (Whereupon these proceedings were concluded.)

## C E R T I F I C A T I O N

I, Colin Richilano, certify that the foregoing transcript is a true and accurate record of the proceedings.



---

/s/ COLIN RICHILANO

eScribers

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Phoenix, AZ 85020

Date: May 27, 2020

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